

ENTERED

April 25, 2023

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)))
		Chapter 11	
MOUNTAIN EXPRESS OIL)))
COMPANY, et al.,)	Case No. 23-90147 (DRJ))
		(Jointly Administered))
))
Debtors. ¹)))

**AGREED ORDER GRANTING
DEBTORS' EMERGENCY MOTION FOR (I) ENTRY OF AN ORDER TO
APPEAR AND SHOW CAUSE AGAINST INDEPENDENT BOTTLER,
ADA COCA-COLA BOTTLING COMPANY, AND (II) THE IMPOSITION OF
COMPENSATORY AND COERCIVE SANCTIONS FOR VIOLATIONS
OF THE AUTOMATIC STAY AND COURT ORDERS**

(Related Docket No. 229)

Before the Court is the *Debtors' Emergency Motion for (I) Entry of an Order to Appear and Show Cause Against Independent Bottler, Ada Coca-Cola Bottling Company, and (II) the Imposition of Compensatory and Coercive Sanctions for Violations of the Automatic Stay and Court Orders* [Docket No. 229] (the “Motion”),² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”). Upon review of the Motion, and upon the statements made by counsel for the Debtors and counsel for Ada Coca-Cola Bottling Company (“ACC”) at the April 12, 2023 hearing on the Motion, the Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b); that the venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and that the Motion should be granted.

¹ A complete list of each of the Debtors in these Chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at www.kccllc.net/mountainexpressoil. The location of Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these Chapter 11 cases is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

² A capitalized term used but not defined herein shall have the meaning ascribed to it in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED**, as set forth herein.
2. Actual damages, including the amount of professional fees and expenses incurred by the Debtors' estates, incurred by the Debtors with respect to the violations of the Automatic Stay and the Stay Orders by ACC are awarded to the Debtors in the agreed aggregate amount of \$49,829.13 (the "Damages Amount").
3. ACC shall transfer the Damages Amount to the trust account of Debtors' counsel no later than three (3) business days following entry of this Order (the "Payment Deadline"). The Debtors shall be entitled to set a status conference on 24 hours' notice following the conclusion of the Payment Deadline (subject to the availability of the Court) if the Damages Amount is not timely received by Debtors' counsel in clear funds. Upon the later of (a) the Court's entry of this Order and (b) the receipt of the Damages Amount by Debtors' counsel, the Debtors are authorized to remit applicable amounts of the Damages Amount to the Debtors' estates, and to apply the amounts held in trust to the professional fees incurred with respect to ACC's violations of the Automatic Stay and Stay Orders, subject to Bankruptcy Code sections 330 and 331 and any applicable orders of this Court regarding the award of professional fees.
4. Any and all violations of the Automatic Stay and Stay Orders committed by ACC up to and through the entry date of this Order are deemed fully cured, resolved, and compensated by and through the entry of this Order.

[Remainder of Page Intentionally Left Blank]

5. The hearing on the Motion previously scheduled for April 26, 2023 at 1:30 p.m. (Central Time) is hereby canceled.

6. The Court retains exclusive jurisdiction and power with respect to all matters arising from or related to the implementation of this Order.

Signed: April 24, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

AGREED AS TO FORM AND CONTENT:

PACHULSKI STANG ZIEHL & JONES LLP

/s/ *Benjamin L. Wallen*

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Steven W. Golden (SBT 24099681)
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-and-

Jeffrey N. Pomerantz (admitted *pro hac vice*)
Jeffrey W. Dulberg (admitted *pro hac vice*)
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Proposed Counsel to the Debtors and Debtors in Possession

CROWE & DUNLEVY P.C.

/s/ *Mark A. Craige*

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222 N. Detroit Avenue
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(918) 592-9801 (Facsimile)
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And

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Counsel to Ada Coca-Cola Bottling Company

AGREED AS TO FORM:

KEVIN M. EPSTEIN
UNITED STATES TRUSTEE
REGION 7, SOUTHERN and WESTERN
DISTRICTS OF TEXAS 5
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Houston, Texas 77002
(713) 718-4650 - Telephone
(713) 718-4670 - Fax

By: /s/ Jayson B. Ruff
Jana Smith Whitworth, Trial Attorney
Texas Bar No. 00797453/Fed. ID No. 20656
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Jayson B. Ruff, Trial Attorney
Michigan Bar No. P69893
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United States Bankruptcy Court
Southern District of Texas

In re:
Mountain Express Oil Company
Official Committee Of Unsecured Creditor
Debtors

Case No. 23-90147-drj
Chapter 11

District/off: 0541-4
Date Rcvd: Apr 25, 2023

User: ADIuser
Form ID: pdf002

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Total Noticed: 42

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
^	Addresses marked '^' were sent via mandatory electronic bankruptcy noticing pursuant to Fed. R. Bank. P. 9036.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 27, 2023:

Recip ID	Recipient Name and Address
db	+ Mountain Express Oil Company, 3650 Mansell Road, Suite 250, Alpharetta, GA 30022-7200
cr	+ AFN ABSPROP001, LLC, c/o Karl D. Burer, Greenberg Traurig, LLP, 1000 Louisiana Street, Suite 6700, Houston, TX 77002-6003
cr	+ Aftermarket Sales & Consulting, LLC, QSLWM, P.C., Attn: Joshua L. Shepherd, 2001 Bryan Street, Suite 1800 Dallas, TX 75201-3070
intp	+ Christopher R/ Murray, 602 Sawyer St., Suite 400, Houston, Tx 77007-7510
cr	+ City of Mesquite, Grimes & Linebarger, LLP, 120 W. Main Suite 201, Mesquite, TX 75149-4224
cr	+ ExxonMobil Oil Corporation, Jackson Walker LLP, Attn: Bruce J. Ruzinsky, 1401 McKinney Street, Suite 1900 Houston, TX 77010-1900
intp	+ First Horizon Bank, as Administrative Agent, c/o Shari L. Heyen, Greenberg Traurig, LLP, 1000 Louisiana Street, Suite 6700, Houston, TX 77002-6003
cr	+ Fuel On Emporium LLC, c/o Kurtzman Steady LLC, Jeffrey Kurtzman, Esquire, 101 N. Washington Ave, Suite 4A Margate, NJ 08402-1195
cr	+ Fuel On St Mary's LLC, c/o Kurtzman Steady LLC, Jeffrey Kurtzman, Esquire, 101 N. Washington Ave, Suite 4A Margate, NJ 08402-1195
cr	Goose Creek Consolidate Independent School Distric, c/o Reid Strickland & Gillette LLP, PO Box 809, Baytown, TX 77522-0809
cr	+ Imperial Capital LLC, c/o Michael Gilmore, Hayward PLLC, 10501 N. Central Expy., Ste. 106, Dallas, TX 75231-2203
cr	+ Imperial Reliance LLC, c/o Michael Gilmore, Hayward PLLC, 10501 N. Central Expy., Ste. 106, Dallas, TX 75231-2203
cr	+ Imperial Trading Company, LLC, 601 Poydras Street, Suite 2660, New Orleans, LA 70130-6032
cr	+ LJM5903 Properties, LLC, QSLWM, P.C., Attn: Joshua L. Shepherd, 2001 Bryan Street, Suite 1800 Dallas, TX 75201-3070
cr	+ Maan Corporation, c/o Kurtzman Steady LLC, Jeffrey Kurtzman, Esquire, 101 N. Washington Ave, Suite 4A Margate, NJ 08402-1195
cr	+ Marathon Petroleum Company LP, c/o Ronald E. Gold, Frost Brown Todd LLP, 3300 Great American Tower, 301 East Fourth Street Cincinnati, OH 45202-4257
cr	+ Mesa Valley Housing Associates, LP, Tiffany & Bosco, PA, c/o Christopher R. Kaup, 2525 E Camelback Rd #700, Phoenix, AZ 85016-9240
cr	+ NEPA Trading & Investments LLC, c/o Kurtzman Steady LLC, Jeffrey Kurtzman, Esquire, 101 N. Washington Ave, Suite 4A Margate, NJ 08402-1195
cr	+ NEPA Ventures LLC, c/o Kurtzman Steady LLC, Jeffrey Kurtzman, Esquire, 101 N. Washington Ave, Suite 4A Margate, NJ 08402-1195
cr	+ Oklahoma County Treasurer, c/o Tammy Jones, 320 Ribert S. Kerr, Room 307, Oklahoma City, OK 73102-3441
cr	+ Phillips 66 Company, PO Box 421959, Houston, TX 77242-1959
cr	+ Realty Income Corporation, Hemar, Rousso & Heald, c/o J. Alexandra Rhim, 15910 Ventura Blvd., 12th Fl, Encino, CA 91436 UNITED STATES 91436-2802
cr	+ SASS Petroleum LLC, c/o Fellows LaBriola LLP, 233 Peachtree Street NE, Ste. 2400, Atlanta, GA 30303-1509
cr	+ Samnosh, LLC, The Gibson Law Group, 15400 Knoll Trail Drive, Suite 205, Dallas, TX 75248, UNITED STATES 75248-3465
cr	+ Weslaco ISD and City of Weslaco, c/o Hiram Gutierrez, 2805 Fountain Plaza Blvd., Suite B, Edinburg, Tx 78539-8031
cr	+ Zoom One, LLC, c/o Tran Singh LLP, 2502 La Branch Street, Houston, TX 77004-1028

TOTAL: 26

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: tleday@mvalaw.com	Apr 25 2023 20:10:00	Bowie Central Appraisal District, McCreary, Veselka, Bragg & Allen, P.C., P.O. Box 1269,, Round Rock, TX 78680-1269
cr	+ Email/Text: fileroom@rubin-levin.net	Apr 25 2023 20:10:00	CAM-PL Cedar Rapids LLC, c/o Rubin & Levin, P.C., 135 N. Pennsylvania St., Suite 1400, Indianapolis, IN 46204-2489
cr	+ Email/Text: fileroom@rubin-levin.net		

District/off: 0541-4

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cr	+ Email/Text: fileroom@rubin-levin.net	Apr 25 2023 20:10:00	CAM-PL Cokeville LLC, c/o Rubin & Levin, P.C., 135 N. Pennsylvania St., Suite 1400, Indianapolis, IN 46204-2489
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Apr 25 2023 20:10:00	CAM-PL Kansas City LLC, c/o Rubin & Levin, P.C., 135 N. Pennsylvania St., Suite 1400, Indianapolis, IN 46204-2489
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o John K Turner, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	Email/Text: brnotices@dor.ga.gov	Apr 25 2023 20:10:00	Fort Bend County, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Georgia Department of Revenue, 1800 Century Boulevard, NE, Atlanta, GA 30345
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Galveston County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Harris County, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Irving ISD, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Jefferson County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Liberty County, Linebarger Goggan Blair & Sampson LLP, c/o Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	+ Email/Text: tammy.jones@oklahomacounty.org	Apr 25 2023 20:10:00	Oklahoma County Treasurer, c/o Tammy Jones, 320 Ribert S. Kerr, Room 307, Oklahoma City, OK 73102-3441
cr	+ Email/Text: AGBankRevenue@ag.tn.gov	Apr 25 2023 20:09:00	TN Dept of Revenue, c/o TN Attorney General's Office, Bankruptcy Division, P.O. Box 20207, Nashville, TN 37202-4015
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Tarrant County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	Email/Text: houston_bankruptcy@LGBS.com	Apr 25 2023 20:10:00	Texas City ISD, Linebarger Goggan Blair & Sampson LLP, C/O Tara L. Grundemeier, P.O. Box 3064, Houston, TX 77253-3064
cr	^ MEBN	Apr 25 2023 20:09:30	Texas Comptroller of Public Accounts, Revenue Acco, Christopher J. Dylla, P.O. Box 12548, Austin, TX 78711-2548

TOTAL: 17

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
cr		ADA Coca-Cola Bottling Company
cr		AFN ABSPROP001, LLC
cr		ARG E19PCK001, LLC
cr		ARG MESMOAR001, LLC
cr		ARG MEVNAAL001, LLC
cr		Ada Coca-Cola Bottling Company
cr		BFM Enterprises, LLC
cr		Bank of Hope

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Brazoria County, et al
CITGO Petroleum Corporation
Cameron County
City Of McAllen
Cross Oil Refining & Marketing
Ford Motor Credit Company LLC
HF Sinclair Refining & Marketing, LLC and Sinclair
Hidalgo County
Hunt Refining Company
ICC MOTOR FUEL I LLC
KeyBank National Association
Kurtzman Carson Consultants LLC
MVI Facility Services, LLC
MVI Field Services, LLC
MVI Fuel Services, LLC
McLane Company, Inc.
My Mother Inc.
Oak Street Real Estate Capital, LLC
Official Committee Of Unsecured Creditors
Pepsi-Cola Bottling Co. of McAlester, Inc.
PepsiCo, Inc., PepsiCo Sales, Inc. and Frito-Lay N
Pilot Travel Centers LLC
Raj Marathon LLC
Rio Grande City Grulla ISD
Royal Exxon Investment Ltd. Co.
Royal Stores LLC
Spirit SPE Portfolio CA C-Stores, LLC
Spring Branch Independent School District, et al
Starr County
Stephenson Wholesale Co. Inc. dba Indian Nation Wh
Sunoco LLC
Sunoco LP
Sunoco Retail, LLC
Sunoco, Inc.
TWP1 USA LLC
The Necessity Retail REIT Inc.
Valero Marketing and Supply Company

TOTAL: 45 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 27, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on April 25, 2023 at the address(es) listed below:

Name _____ **Email Address** _____

Andrew Frank Dearing

District/off: 0541-4
Date Rcvd: Apr 25, 2023

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Andrew I Silfen

on behalf of Creditor The Necessity Retail REIT Inc. andrew.silfen@afslaw.com

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on behalf of Creditor ARG MEVNAAL001 LLC andrew.silfen@afslaw.com

Andrew I Silfen

on behalf of Creditor ARG E19PCK001 LLC andrew.silfen@afslaw.com

Andrew I Silfen

on behalf of Creditor AFN ABSPROP001 LLC andrew.silfen@afslaw.com

Ayala Alexopoulos Hassell

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Benjamin Lawrence Wallen on behalf of Debtor MEX RE-NW-KS LLC bwallen@pszjlaw.com klabrada@pszjlaw.com
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Benjamin Lawrence Wallen

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Benjamin Lawrence Wallen

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Benjamin Lawrence Wallen

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Brandon Bell

on behalf of Creditor McLane Company Inc. bbell@hunton.com

Brandon Eric Benoit

on behalf of Creditor Goose Creek Consolidate Independent School District and Lee College District bbenoit@rsg-lp.com tax@rsg-lp.com,ejuarez@rsg-lp.com

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Bruce J Ruzinsky

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Charles R Gibbs

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Christopher Dylla

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Christopher M Staine

on behalf of Creditor ADA Coca-Cola Bottling Company christopher.staine@crowedunlevy.com ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;sarah.prince@crowedunlevy.com

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on behalf of Creditor Pepsi-Cola Bottling Co. of McAlester Inc. christopher.staine@crowedunlevy.com, ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;sarah.prince@crowedunlevy.com

Christopher M Staine

on behalf of Creditor Ada Coca-Cola Bottling Company christopher.staine@crowedunlevy.com ecf@crowedunlevy.com;elisa.weaver@crowedunlevy.com;sarah.prince@crowedunlevy.com

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David D Ferguson

on behalf of Creditor KeyBank National Association derguson@polsinelli.com

David R Gibson

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